

Division of Securities
Utah Department of Commerce
160 East 300 South, Second Floor
Box 146760
Salt Lake City, UT 84114-6760
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BEFORE THE DIVISION OF SECURITIES
OF THE DEPARTMENT OF COMMERCE
OF THE STATE OF UTAH

IN THE MATTER OF:

FLAVOR BRANDS, INC.,
J. D. PULVER,
TIM HASKIN, and
DENISE SULLIVAN,

Respondents.

AFFIDAVIT OF SERVICE AND NON-
RESPONSE FOR DENISE SULLIVAN
ONLY

Docket No. SD-06-0057
Docket No. SD-06-0058
Docket No. SD-06-0059
Docket No. SD-06-0060

I, Pam Radzinski, first being duly sworn, depose and state as follows:

1. I am the Executive Secretary for the Department of Commerce Division of Securities (the Division).
2. As executive secretary for the Division, I am responsible for supervising the mailing of the Division's Orders to Show Cause and for receiving any responses filed by respondents.
3. On August 21, 2006, the Division mailed, by certified mail, an Emergency Order to Flavor Brands Inc., J. D. Pulver, Tim Haskin, and Denise Sullivan, along with a Notice of

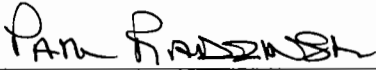
Agency Action (Notice), advising that a default order would be entered if they failed to appear at a hearing set for Monday September 25, 2006, or file a written response to the Emergency Order, “clarifying, refining or narrowing the facts” alleged in the Emergency Order within thirty (30) days of the mailing date of the Notice. The Notice designated the adjudicative proceeding as formal.

4. On September 5, 2006, the Division received notice from the United States Postal Service that the Emergency Order and Notice sent to Denise Sullivan had been received on September 1, 2006.
5. On September 22, 2006, Denise Sullivan mailed and faxed an affidavit to the Division “in response to” the Emergency Order.
6. On September 22, 2006, the Division received an unsigned and undated document with attachments on the letterhead of the law firm of Walsh and Friedman from an unknown and unidentified source.
7. On September 25, 2006, the Presiding Officer, Wayne Klein held Respondent Flavor Brands, Inc. in default for failing to file a response in compliance with the statutory requirements, and for failing to attend or participate in that hearing.
8. On October 5, 2006, the Presiding Officer issued a Scheduling Order requiring Sullivan to notify the Presiding Officer and the Division whether she and the other respondents intend to defend themselves, to file responsive Answers and appear at a scheduling hearing, either in person, through an attorney or by telephone. All required answers and

notices were due on or before November 6, 2006. A hearing was scheduled for November 9, 2006.

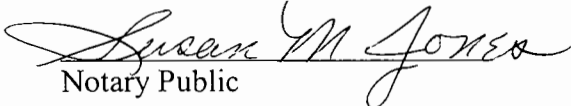
9. Sullivan failed to file an answer or any other response, in form or in substance, that satisfied the requirements of the Scheduling Order of October 5, 2006.

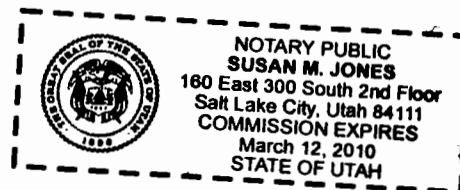
DATED this 18th day of January, 2007.


PAM RADZINSKI
Executive Secretary

SALT LAKE COUNTY)
) ss
STATE OF UTAH)

Subscribed and sworn to before me this 18th day of January, 2007.


Notary Public



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IN THE MATTER OF:

FLAVOR BRANDS, INC.,
J. D. PULVER,
TIM HASKIN, and
DENISE SULLIVAN,

Respondents.

**NOTICE OF ENTRY OF
DEFAULT AND ORDER ON
DENISE SULLIVAN**

Docket No. SD-06-0057
Docket No. SD-06-0058
Docket No. SD-06-0059
Docket No. SD-06-0060

I. BACKGROUND

A formal adjudicative proceeding was initiated by the Division's Emergency Order to Cease and Desist, and Order to Show Cause (OSC) and Notice of Agency Action (Notice) dated August 21, 2006, against Flavor Brands, Inc., J. D. Pulver, Tim Haskin, and Denise Sullivan (Respondents). Scheduling hearings were convened on September 25, 2006 and November 9, 2006. Respondent Sullivan was given two opportunities to file a response that would qualify as an answer, in terms of both form and substance, and the requirements of the Scheduling Order of October 5, 2006.

II. DEFAULT ORDER

1. On August 21, 2006, the Division mailed, by certified mail, an Emergency Order to Flavor Brands Inc., J. D. Pulver, Tim Haskin, and Denise Sullivan, along with a Notice of Agency Action (Notice), advising that a default order would be entered if they failed to appear at a hearing set for Monday September 25, 2006, or file a written response to the Emergency Order, “clarifying, refining or narrowing the facts” alleged in the Emergency Order within thirty (30) days of the mailing date of the Notice.
2. On August 25, 2006, the Division received notice from the United States Postal Service that the Emergency Order and Notice sent to Flavor Brands had been received on August 23, 2006.
3. On September 5, 2006, the Division received notice from the United States Postal Service that the Emergency Order and Notice sent to Denise Sullivan had been received on September 1, 2006.
4. On September 22, 2006, Denise Sullivan mailed and faxed an affidavit to the Division “in response to” the Emergency Order.
5. On September 22, 2006, the Division received an unsigned and undated document with attachments on the letterhead of law firm of Walsh and Friedman from an unknown and unidentified source.

6. At a hearing held September 25, 2006, the presiding officer, Wayne Klein held Respondent Flavor Brands, Inc., in default for failing to file a response in compliance with the statutory requirements, and for failing to attend or participate in that hearing.
7. On September 25, 2006, Sullivan failed to appear at a hearing either in person or telephonically.
8. On October 5, 2006, the Presiding Officer issued a Scheduling Order requiring Sullivan and the other Respondents to notify the Presiding Officer and the Division whether they intend to defend themselves, to file responsive Answers in conformity with both the rule and statute, and appear at a scheduling hearing, either in person, through an attorney or by telephone. All required answers and notices were due on or before November 6, 2006. A hearing was scheduled for November 9, 2006.
9. Sullivan failed to file an answer that satisfied the requirements of the relevant rule and statute, or the Scheduling Order of October 5, 2006, or contact the Division on or before November 6, 2006. Sullivan also failed to appear for the scheduled hearing on November 9, 2006, in person, through an attorney or by phone.
10. The Presiding Officer took judicial notice that on September 21, 2006, the Utah Division of Corporations and Commercial Code received, by facsimile transmission, an application for dissolution of Flavor Brands, Inc. The application was signed by Joseph Arcaro as president of Flavor Brands. The Utah Division of Corporations recorded that Flavor Brands was voluntarily dissolved effective September 21, 2006.

11. As of the date of this Affidavit, the Division has not received the required response from Sullivan as ordered on October 5, 2006 or November 6, 2006.

II. FINDINGS OF FACT

Based on the undisputed averments in the Emergency Order, the Presiding Officer makes the following findings of fact:

12. Flavor Brands, Inc., Utah Division of Corporations Entity No. 861408-0142 (Flavor Brands I), is an expired Utah corporation. Flavor Brands I registered as a Utah corporation under the name of Turkey Jerky, Inc. (Turkey Jerky), in March 1984, but changed its name to Flavor Brands in October 1991.¹ The business address for Flavor Brands I, at the time of its incorporation as Turkey Jerky, was 1360 East 13200 South, Draper, UT. Flavor Brands I was involuntarily dissolved in June 1999 for failure to file an annual report.²
13. Flavor Brands, Inc., Utah Division of Corporations Entity No. 5918144-0142 (Flavor Brands II), is a Utah corporation that was in good standing until September 21, 2006, after the commencement of these proceedings.³ Flavor Brands II registered as a Utah corporation in

¹The incorporators and directors of Turkey Jerky in 1984 were Utah residents Clifford L. Green, Blake L. Franzman, and Robert L. Jackman and the original officers and directors of Turkey Jerky were Clifford L. Green, president; Carroll I. Draper, Vice-president; G. Blaine Davis, Secretary; and Robert L. Jackman.

²In 1998, after the name change to Flavor Brands, and at the time of the last annual renewal, Flavor Brands I named Illinois residents Charles Shriver as president, and Christopher R. Cline as secretary of the company, and also named Charles Shriver, Christopher Cline and Utah resident Jeff Cline as directors. The business address was listed as Taylor and Associates, Inc., 3090 E. 3300 South, Suite 400, Salt Lake City, UT.

³The original officers and directors of Flavor Brands II were Denise S. Sullivan, president and Charles E. Langrill, secretary and treasurer. Sullivan, Langrill and Joseph Arcaro were also the directors of the company. In March 2006, Sullivan filed a corporate change form, removing herself and adding J. D. Pulver as president, removing Arcaro and adding Tim Haskin as vice president and removing Langrill, and adding Haskin as secretary/treasurer. In May 2006, Arcaro filed a competing registration change form, removing Sullivan and adding

May 2005. In 2005, its principal place of business given with the Utah Division of Corporations was 9050 W. Warm Springs Road, #1136, Las Vegas, NV, 89148, the same address as Denise Sullivan, the incorporator of Flavor Brands II. In 2006, Flavor Brands II listed the same business address in information given to the Pink Sheets, an electronic service that publishes the bid and asking prices for low-priced, thinly-traded stocks. Its current business listed with the Division of Corporations, however, is 9101 W. Sahara Avenue, #105-250, Las Vegas, NV 89117.

14. J. D. Pulver (Pulver) is a resident of Florida. According to corporate filings by Sullivan, Pulver is the president of Flavor Brands II. Pulver was appointed president in May 2006. His address is 11705 Boyette Rd., Suite 437, Riverview, FL 33569.
15. Tim Haskin (Haskin) is a resident of Nevada. According to corporate filings by Sullivan, Haskin is vice president, secretary and treasurer of Flavor Brands II. Haskin was appointed secretary of Flavor Brands II in May 2006. His address is 924 Demet, Las Vegas, NV 89119.
16. Denise Sullivan, the former president of Flavor Brands II, is a resident of Nevada. Her address is 9050 Warm Springs Rd., #1136, Las Vegas, NV 89148.

FRAUDULENT STOCK OFFER

17. Flavor Brands I was a publicly-held company until 1999 when the company dissolved. Before the name change to Flavor Brands I in 1991, Turkey Jerky had registered a one-year

himself as president, and naming Tim Haskin as vice-president, secretary and treasurer.

stock offering with the Division effective January 24, 1985. After dissolution and after the two-year period for reinstatement had expired, any outstanding shares of Flavor Brands I stock became invalid.⁴

18. Although Flavor Brands I stock had become invalid, when Flavor Brands II incorporated in 2005, the new company declared its future intent and purported ability to accept shares of Flavor Brands I as follows:

It is the preferences, limitations and relative rights of the corporation to let it be known that the previous Flavor Brands, Inc., Utah Corporate ID Number 861-0142 was dissolved in the year 2001. It is the intent of this, the new Flavor Brands, Inc, to notify by public notice, all shareholders of the previous Flavor Brands., that any shares of Flavor Brand, Inc. issued and outstanding on the books of that Corporation, as recorded by American Registrar & Transfer Co., Salt Lake City, Utah, will be accepted for exchange as per the terms, limitations, and relative rights of the incorporator herein.

19. Flavor Brands II waited until 2006 to formally act on the stated intent of Flavor Brands II and its purported ability to replace Flavor Brands I stock.
20. On May 17, 2006, members of the board for Flavor Brands II adopted a resolution, approving the issuance of a combined total of forty million shares of its common stock. The resolution was approved by Pulver and Haskin as officers of the company.

⁴In Utah, dissolved corporations may apply for reinstatement only within a two-year period after dissolution. Utah Code Ann. § 16-10a-1422(1); see also Biothrust v. Division of Corporations, 2003 UT App 360, ¶8, 80 P.3d 164, 166, (citing Holman v. Callister, Duncan & Nebeker, 905 P.2d 895, 897 (Utah App. 1995)), cert. denied, 87 P.3d 1163.

21. In June 2006, Flavor Brands II announced, in the Pink Sheets, it was swapping new shares of Flavor Brands II stock for old shares of Flavor Brands I stock. Flavor Brands I stock was listed in the Pink Sheet under the symbol FLVB. Flavor Brands II adopted the same stock symbol on the Pink Sheets. Information posted about FLVB in the Pink Sheets is available online in Utah.

22. On June 29, 2006, the Division learned that Flavor Brands II submitted information to the Pink Sheets, claiming to be the successor to Turkey Jerky, in the Pink Sheets, as follows:

FLVB–Flavor Brands, Inc. Com (\$0.001); State of Incorporation: Utah; Outstanding Shares: 150,000,000 as of 2006-05-03; Company Notes: Formerly Turkey Jerky, Inc., to 10-91; and Transfer Agent: American Registrar & Transfer Co., Salt Lake City, UT 84111.

23. Flavor Brands II not only claimed to be the purported successor to Turkey Jerky in the Pink Sheets, but also claimed to have the ability to seek a stock swap as follows:

Business Description

In May 2005, articles of Inc for Flavor Brands, Inc., were filed w/ the dept. of commerce, state of Utah. The new incorporator of Flavor Brands, Inc. will seek a stock swap of old Flavor Brands stock for newly issued stock.

...

Company Notes

Formerly = Turkey Jerky, Inc. to 10-91

...

24. In a letter dated July 10, 2006, the Division told Flavor Brands II to delist information about FLVB stock in the Pink Sheets within ten days and to discontinue the representation that it was the successor to Turkey Jerky because Flavor Brands I has no successor.

25. Flavor Brands II did not delist as directed and continued to represent, in the Pink Sheets, that Flavor Brands I would be merging with Flavor Brands II, and that FLVB stock listed was Flavor Brand I stock.
26. On August 1, 2006, the information about Flavor Brands II in the Pink Sheets was the same as on June 29, 2006 as stated in ¶¶ 22-23.
27. The representations by Respondent Flavor Brands II in the Pink Sheets are false for several reasons:
- a. A dissolved corporation continues its corporate existence after dissolution only to wind up and liquidate its business affairs. Utah Code Ann. § 16-10a-1405(1). Merger is not consistent with liquidation or winding up and is not authorized by statute. Id. A dissolved company can merge only if it is reinstated before expiration of the two-year deadline;
 - b. A dissolved corporation has no officers or directors to act on behalf of either the entity or the shareholders in approving a merger or the sale of stock;
 - c. A dissolved corporation has no shares to offer, sell or swap. The shares of a dissolved corporation are invalid.
 - d. Because a dissolved corporation cannot be reinstated after the two-year period for reinstatement has expired, Flavor Brands II has no legal basis for claiming to be the successor to Flavor Brands I.
28. Flavor Brands II has never registered with the Division to offer its stock to the public.

29. Sullivan aided and abetted Pulver and Haskin (unlicensed agents) in violating the Utah Uniform Securities Act..

REGISTRATION VIOLATIONS

30. The stocks offered for sale or exchange by Sullivan are securities under the Utah Uniform Securities Act.
31. The securities were offered for sale or exchange in the State of Utah.
32. The securities offered by Sullivan are not registered under the Act.
33. Sullivan aided and abetted Pulver and Haskin in offering unregistered securities in Utah in violation of Utah Code Ann. § 61-1-7.

MISREPRESENTATIONS, OMISSIONS, FRAUDULENT PRACTICES

34. In connection with the offer of securities in this state, Sullivan made misrepresentations of material facts, omitted to state material facts, and engaged in acts, practices, and courses of business that operate or would operate as a fraud or deceit on investors.
35. The material misrepresentations made by Sullivan include:
- a. Claims that a Flavor Brands I dissolved corporation, can merge with a corporation in good standing;
 - b. Telling shareholders of FLVB I that their shares are valid;
 - c. Claims that Flavor Brands II is the successor to Flavor Brands I, f.k.a. Turkey Jerky; and,

- d. Telling shareholders of FLVB stock that this exchange will make Flavor Brands II a public company.
36. Sullivan omitted to disclose material information to offerees and investors about the investment. The information that should have been disclosed includes:
- a. That Flavor Brands I, a Utah corporation that has been dissolved for more than two years, cannot now be reinstated as a corporate entity;
 - b. That Flavor Brands I, a dissolved corporation, has no stock that can be swapped; and
 - c. That the securities being offered and sold as Flavor Brands II were not registered, as required, and that the sellers of the securities were not licensed to sell securities in Utah, as required.
37. Sullivan engaged in acts, practices, or courses of business that operate or would operate as a fraud or deceit on an investor, including:
- a. The acts and practices used in the attempted deception of shareholders that Flavor Brands II is the successor to Flavor Brands I; and
 - b. The acts and practices used to deceive the Pink Sheets and its readers that Flavor Brands II is the successor to Flavor Brands I.
38. Sullivan offered securities to investors when they had no valid stock to offer or swap.

39. Sullivan refused to delist the stock in the Pink Sheets when notified by the Division of Flavor Brands II's inability to be the successor to Flavor Brands I.

IV. CONCLUSIONS OF LAW

Based on the undisputed findings of fact, the Presiding Officer makes the following conclusions of law:

58. The Division has jurisdiction over the subject matter of this action.
40. Service of the Emergency Order and Notice initiating these proceedings is valid upon Sullivan.
41. Sullivan is in default for failure to file a written response that would qualify as an answer by September 25, 2006 or November 9, 2006.
42. The offer of invalid securities is a violation of the Utah Uniform Securities Act (Act).
43. In connection with the offer of invalid securities, Sullivan aided and abetted in the making of untrue statements of fact in violation of § 61-1-1(2) of the Act.

V. ORDER


Based on the above, the Director hereby:

1. DECLARES Respondent Denise Sullivan in default for failure to file the required response to the Emergency Order by November 9, 2006.
2. ENTERS, as its own findings, the Findings of Fact described in Section III above.
3. ENTERS, as its own conclusions, the Conclusions of Law in Section IV above.
4. FINDS that Denise Sullivan willfully violated the Utah Uniform Securities Act by:

- a. Offering to exchange invalid shares of stock in Flavor Brands I;
 - b. Purporting to offer unregistered stock of Flavor Brands;
 - c. Making material misrepresentations in connection with the offer or sale of securities in the State of Utah in violation of Utah Code Ann. § 61-1-1(2);
 - d. Omitting to disclose material information in connection with the offer and sale of securities in the State of Utah in violation of Utah Code Ann. § 61-1-1(2).
5. ORDERS Denise Sullivan, together with her employees, agents, affiliates, successors, and associated entities, to immediately CEASE AND DESIST from offering or selling securities in this State and from directly or indirectly aiding or assisting other individuals or entities when offering or selling securities in this State when the securities are not registered.
6. ORDERS Denise Sullivan, together with her employees, agents, affiliates, successors, and associated entities, to immediately CEASE AND DESIST from selling securities in this State by means of misrepresentations and omissions of material fact and using fraudulent acts, practices and courses of business.
7. ORDERS Denise Sullivan, together with her employees, agents, affiliates, successors, and associated entities, to immediately CEASE AND DESIST from listing on the Pink Sheets or elsewhere information about Flavor Brands I stock, an acceptance or exchange of outstanding shares, a stock swap, a merger or being a successor to Flavor Brands I.

8. ORDERS Denise Sullivan to permanently CEASE and DESIST from any violations of the Act.
9. ORDERS Denise Sullivan to pay a fine of \$50,000 within thirty (30) days of the date of this Order.

DATED this 19TH day of January, 2007.



WAYNE KLEIN

Director, Division of Securities



Pursuant to § 63-46b-11(3), Respondent may seek to set aside the Default Order entered in this proceeding by filing such a request with the Division consistent with the procedures outlined in the Utah Rules of Civil Procedure.

CERTIFICATE OF MAILING

I hereby certify that on the 22nd day of January 2006, I mailed, by certified mail, a true and correct copy of the forgoing **Affidavit of Service and Non-Response, and Notice of Entry of Default and Order to:**

Denise Sullivan
PM13 626
2245 N Green Valley Parkway
Henderson NV 89014-5024

CERTIFIED MAIL: 7005 1820 0003 7190 3808



Executive Secretary